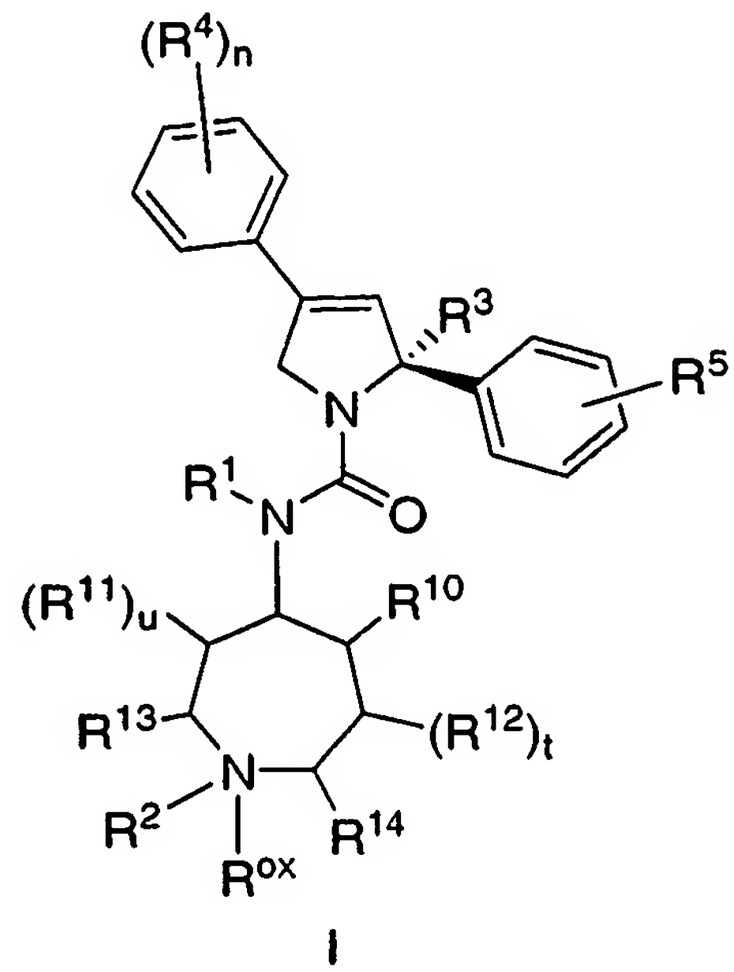
WHAT IS CLAIMED IS:

1. A compound of Formula I:



I

or a pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
n is 0, 1, 2 or 3;
r is 0 or 1;
s is 0 or 1;
t is 0, 1 or 2;
u is 0, 1, or 2;

R^1 and R^2 are independently selected from: H, (C_1-C_6)alkyl, aryl, heterocyclyl and (C_3-C_6)cycloalkyl, optionally substituted with one, two or three substituents selected from R^7;

R^3 is selected from:

1) Hydrogen,
2) C_1-C_{10} alkyl;
3) C_1-C_{10} alkyl-O-R^d,
4) C_2-C_{10} alkenyl-O-R^d,
5) C_2-C_{10} alkynyl-O-R^d,
6) $(C_1$-C_6-alkylene$)_n C_3$-C_8 cycloalkyl-O-R^d,
7) C_1-C_{10} alkyl-$(C=O)_b$-$NR^cR^{c'}$,
8) C_2-C_{10} alkenyl-$(C=O)_b NR^cR^{c'}$,
9) C_2-C_{10} alkynyl-$(C=O)_b NR^cR^{c'}$,
10) $(C_1$-C_6-alkylene$)_n C_3$-C_8 cycloalkyl-$(C=O)_b NR^cR^{c'}$,
11) C_1-C_{10} alkyl-$S(O)_m$-R^d,
12) C_2-C_{10} alkenyl- $S(O)_m$-R^d,
13) C_2-C_{10} alkynyl- $S(O)_m$-R^d,
14) $(C_1$-C_6-alkylene$)_n C_3$-C_8 cycloalkyl- $S(O)_m$-R^d,

said alkyl, alkenyl, alkynyl and cycloalkyl are optionally substituted with one or more substituents selected from R^6;

R^4 is independently selected from:

1) $(C=O)_a O_b C_1$-C_{10} alkyl,
2) $(C=O)_a O_b$aryl,
3) CO_2H,
4) halo,
5) CN,
6) OH,
7) $O_b C_1$-C_6 perfluoroalkyl,
8) $O_a(C=O)_b NR^8R^9$,
9) $S(O)_m R^a$,
10) $S(O)_2 NR^8R^9$,
11) $-OPO(OH)_2$;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^7;

R^5 is selected from:

1) hydrogen;
2) $(C=O)_a O_b C_1$-C_{10} alkyl,

3) $(C=O)_aO_b$aryl,
4) CO_2H,
5) halo,
6) CN,
7) OH,
8) O_bC_1-C_6 perfluoroalkyl,
9) $O_a(C=O)_bNR^8R^9$,
10) $S(O)_mR^a$,
11) $S(O)_2NR^8R^9$,
12) $-OPO(OH)_2$;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^7;

R^6 is independently selected from:
1) $(C=O)_aO_bC_1$-C_{10} alkyl,
2) $(C=O)_aO_b$aryl,
3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,
5) $(C=O)_aO_b$ heterocyclyl,
6) CO_2H,
7) halo,
8) CN,
9) OH,
10) O_bC_1-C_6 perfluoroalkyl,
11) $O_a(C=O)_bNR^8R^9$,
12) $S(O)_mR^a$,
13) $S(O)_2NR^8R^9$,
14) oxo,
15) CHO,
16) $(N=O)R^8R^9$, or
17) $(C=O)_aO_bC_3$-C_8 cycloalkyl,
18) $-OPO(OH)_2$;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^7;

R^7 is selected from:

1) $(C=O)_rO_s(C_1\text{-}C_{10})$alkyl,
2) $O_r(C_1\text{-}C_3)$perfluoroalkyl,
3) oxo,
4) OH,
5) halo,
6) CN,
7) $(C_2\text{-}C_{10})$alkenyl,
8) $(C_2\text{-}C_{10})$alkynyl,
9) $(C=O)_rO_s(C_3\text{-}C_6)$cycloalkyl,
10) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-aryl,
11) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-heterocyclyl,
12) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-$N(R^b)_2$,
13) $C(O)R^a$,
14) $(C_0\text{-}C_6)$alkylene-CO_2R^a,
15) C(O)H,
16) $(C_0\text{-}C_6)$alkylene-CO_2H,
17) $(C=O)_rN(R^b)_2$,
18) $S(O)_mR^a$,
19) $S(O)_2N(R^b)_2$, and
20) $-OPO(OH)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1\text{-}C_6)$alkoxy, halogen, CO_2H, CN, $O(C=O)C_1\text{-}C_6$ alkyl, oxo, NO_2 and $N(R^b)_2$;

R^8 and R^9 are independently selected from:

1) H,
2) $(C=O)O_bC_1\text{-}C_{10}$ alkyl,
3) $(C=O)O_bC_3\text{-}C_8$ cycloalkyl,
4) $(C=O)O_b$aryl,
5) $(C=O)O_b$heterocyclyl,
6) $C_1\text{-}C_{10}$ alkyl,
7) aryl,
8) $C_2\text{-}C_{10}$ alkenyl,
9) $C_2\text{-}C_{10}$ alkynyl,

10) heterocyclyl,
11) C_3-C_8 cycloalkyl,
12) SO_2R^a, and
13) $(C=O)NR^b{}_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^7, or

R^8 and R^9 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7;

R^{10} is selected from: H and F;

R^{11} and R^{12} are independently selected from: F and $-CH_2F$;

R^{13} and R^{14} are independently selected from: H and $-CH_2F$;

R^{ox} is absent or is oxo;

R^a is independently selected from: $(C_1$-$C_6)$alkyl, $(C_3$-$C_6)$cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R^7;

R^b is independently selected from: H, $(C_1$-$C_6)$alkyl, aryl, heterocyclyl, $(C_3$-$C_6)$cycloalkyl, $(C=O)OC_1$-C_6 alkyl, $(C=O)C_1$-C_6 alkyl, (C=O)aryl, (C=O)heterocyclyl, $(C=O)NR^eR^{e\prime}$ or $S(O)_2R^a$, optionally substituted with one, two or three substituents selected from R^7;

R^c and $R^{c\prime}$ are independently selected from: H, $(C_1$-$C_6)$alkyl, aryl, NH_2, OH, OR^a, -$(C_1$-$C_6)$alkyl-OH, -$(C_1$-$C_6)$alkyl-O-$(C_1$-$C_6)$alkyl, $(C=O)OC_1$-C_6 alkyl, $(C=O)C_1$-C_6 alkyl, (C=O)aryl, (C=O)heterocyclyl, $(C=O)NR^eR^{e\prime}$, $S(O)_2R^a$ and -$(C_1$-$C_6)$alkyl-$N(R^b)_2$, wherein the alkyl is optionally substituted with one, two or three substituents selected from R^7; or

R^c and $R^{c\prime}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in

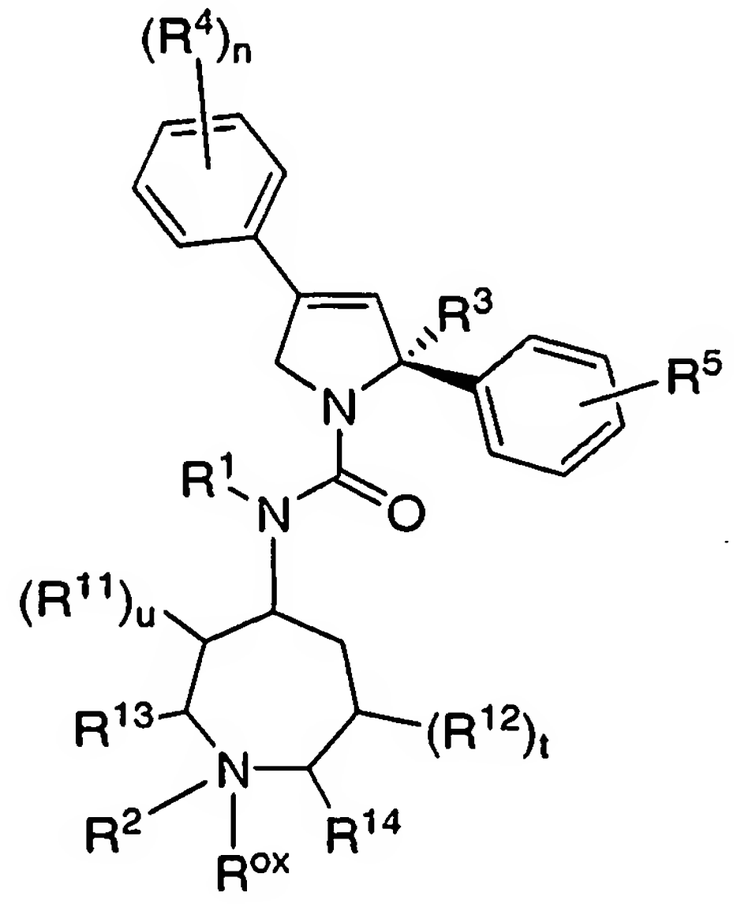
addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7;

R^d is selected from: H, $(C_1\text{-}C_6)$alkyl, -$(C_2\text{-}C_6)$alkyl-OH, -$(C_1\text{-}C_6)$alkyl-O-$(C_1\text{-}C_6)$alkyl and -$(C_1\text{-}C_6)$alkyl-$N(R^b)_2$, wherein the alkyl is optionally substituted with one, two or three substituents selected from R^7;;

R^e and $R^{e'}$ are independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl and $(C_3\text{-}C_6)$cycloalkyl, optionally substituted with one, two or three substituents selected from R^7; or

R^e and $R^{e'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7

2. The compound according to Claim 1 of Formula II:



II

or a pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
n is 0, 1, 2 or 3;
r is 0 or 1;
s is 0 or 1;
t is 0 or 1;
u is 0 or 1;

R^1 and R^2 are independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl and $(C_3\text{-}C_6)$cycloalkyl, optionally substituted with one, two or three substituents selected from R^7;

R^3 is selected from:

1) hydrogen;
2) $C_1\text{-}C_{10}$ alkyl;
3) $C_1\text{-}C_{10}$ alkyl-O-R^d,
4) $C_2\text{-}C_{10}$ alkenyl-O-R^d,
5) $C_2\text{-}C_{10}$ alkynyl-O-R^d,
6) $(C_1\text{-}C_6\text{-alkylene})_nC_3\text{-}C_8$ cycloalkyl-O-R^d,
7) $C_1\text{-}C_{10}$ alkyl-$(C{=}O)_b$-$NR^cR^{c'}$,
8) $C_2\text{-}C_{10}$ alkenyl-$(C{=}O)_bNR^cR^{c'}$,
9) $C_2\text{-}C_{10}$ alkynyl-$(C{=}O)_bNR^cR^{c'}$,
10) $(C_1\text{-}C_6\text{-alkylene})_nC_3\text{-}C_8$ cycloalkyl-$(C{=}O)_bNR^cR^{c'}$,
11) $C_1\text{-}C_{10}$ alkyl-$S(O)_m$-R^d,
12) $C_2\text{-}C_{10}$ alkenyl- $S(O)_m$-R^d,
13) $C_2\text{-}C_{10}$ alkynyl- $S(O)_m$-R^d,
14) $(C_1\text{-}C_6\text{-alkylene})_nC_3\text{-}C_8$ cycloalkyl- $S(O)_m$-R^d,

said alkyl, alkenyl, alkynyl and cycloalkyl are optionally substituted with one or more substituents selected from R^6;

R^4 is independently selected from:

1) $(C{=}O)_aO_bC_1\text{-}C_{10}$ alkyl,

2) $(C=O)_aO_b$aryl,
3) CO_2H,
4) halo,
5) CN,
6) OH,
7) O_bC_1-C_6 perfluoroalkyl,
8) $O_a(C=O)_bNR^8R^9$,
9) $S(O)_mR^a$,
10) $S(O)_2NR^8R^9$, and
11) $-OPO(OH)_2$;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^7;

R^5 is selected from:

1) hydrogen;
2) $(C=O)_aO_bC_1$-C_{10} alkyl,
3) $(C=O)_aO_b$aryl,
4) CO_2H,
5) halo,
6) CN,
7) OH,
8) O_bC_1-C_6 perfluoroalkyl,
9) $O_a(C=O)_bNR^8R^9$,
10) $S(O)_mR^a$,
11) $S(O)_2NR^8R^9$,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^7;

R^6 is independently selected from:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,
2) $(C=O)_aO_b$aryl,
3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,
5) $(C=O)_aO_b$ heterocyclyl,
6) CO_2H,

7) halo,
8) CN,
9) OH,
10) O_bC_1-C_6 perfluoroalkyl,
11) $O_a(C=O)_bNR^8R^9$,
12) $S(O)_mR^a$,
13) $S(O)_2NR^8R^9$,
14) oxo,
15) CHO,
16) $(N=O)R^8R^9$, or
17) $(C=O)_aO_bC_3$-C_8 cycloalkyl, and
18) $-OPO(OH)_2$;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^7;

R^7 is selected from:

1) $(C=O)_rO_s(C_1$-$C_{10})$alkyl,
2) $O_r(C_1$-$C_3)$perfluoroalkyl,
3) oxo,
4) OH,
5) halo,
6) CN,
7) $(C_2$-$C_{10})$alkenyl,
8) $(C_2$-$C_{10})$alkynyl,
9) $(C=O)_rO_s(C_3$-$C_6)$cycloalkyl,
10) $(C=O)_rO_s(C_0$-$C_6)$alkylene-aryl,
11) $(C=O)_rO_s(C_0$-$C_6)$alkylene-heterocyclyl,
12) $(C=O)_rO_s(C_0$-$C_6)$alkylene-$N(R^b)_2$,
13) $C(O)R^a$,
14) $(C_0$-$C_6)$alkylene-CO_2R^a,
15) C(O)H,
16) $(C_0$-$C_6)$alkylene-CO_2H,
17) $C(O)N(R^b)_2$,
18) $S(O)_mR^a$,
19) $S(O)_2N(R^b)_2$; and

20) $-OPO(OH)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1\text{-}C_6)$alkoxy, halogen, CO_2H, CN, $O(C=O)C_1\text{-}C_6$ alkyl, oxo, NO_2 and $N(R^b)_2$;

R^8 and R^9 are independently selected from:

1) H,
2) $(C=O)O_bC_1\text{-}C_{10}$ alkyl,
3) $(C=O)O_bC_3\text{-}C_8$ cycloalkyl,
4) $(C=O)O_b$aryl,
5) $(C=O)O_b$heterocyclyl,
6) $C_1\text{-}C_{10}$ alkyl,
7) aryl,
8) $C_2\text{-}C_{10}$ alkenyl,
9) $C_2\text{-}C_{10}$ alkynyl,
10) heterocyclyl,
11) $C_3\text{-}C_8$ cycloalkyl,
12) SO_2R^a, and
13) $(C=O)NR^b{}_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^7, or

R^8 and R^9 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7;

R^{11} and R^{12} are independently selected from: F and $-CH_2F$;

R^{13} and R^{14} are independently selected from: H and $-CH_2F$, provided that when t is 1, R^{14} is H; and when u is 1, R^{13} is H;

R^{ox} is absent or is oxo;

R^a is independently selected from: $(C_1\text{-}C_6)$alkyl, $(C_3\text{-}C_6)$cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R^7;

R^b is independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl, $(C_3\text{-}C_6)$cycloalkyl, $(C{=}O)OC_1\text{-}C_6$ alkyl, $(C{=}O)C_1\text{-}C_6$ alkyl, (C=O)aryl, (C=O)heterocyclyl, $(C{=}O)NR^eR^{e'}$ or $S(O)_2R^a$, optionally substituted with one, two or three substituents selected from R^7;

R^c and $R^{c'}$ are independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, NH_2, OH, OR^a, -$(C_1\text{-}C_6)$alkyl-OH, -$(C_1\text{-}C_6)$alkyl-O-$(C_1\text{-}C_6)$alkyl, $(C{=}O)OC_1\text{-}C_6$ alkyl, $(C{=}O)C_1\text{-}C_6$ alkyl, (C=O)aryl, (C=O)heterocyclyl, $(C{=}O)NR^eR^{e'}$, $S(O)_2R^a$ and -$(C_1\text{-}C_6)$alkyl-$N(R^b)_2$, wherein the alkyl is optionally substituted with one, two or three substituents selected from R^7; or

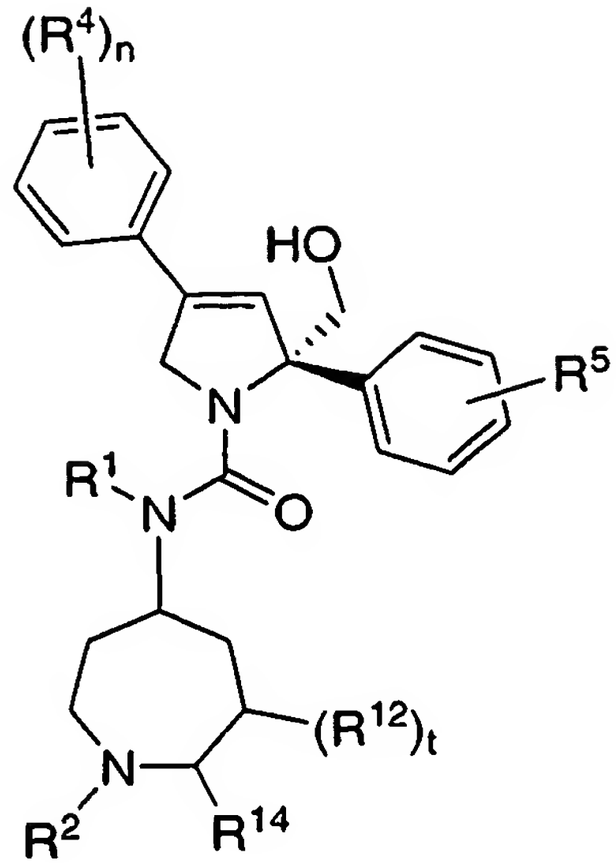
R^c and $R^{c'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7;

R^d is selected from: H, $(C_1\text{-}C_6)$alkyl, -$(C_2\text{-}C_6)$alkyl-OH, -$(C_1\text{-}C_6)$alkyl-O-$(C_1\text{-}C_6)$alkyl and -$(C_1\text{-}C_6)$alkyl-$N(R^b)_2$, wherein the alkyl is optionally substituted with one, two or three substituents selected from R^7;;

R^e and $R^{e'}$ are independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl and $(C_3\text{-}C_6)$cycloalkyl, optionally substituted with one, two or three substituents selected from R^7; or

R^e and $R^{e'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7.

3. The compound according to Claim 2 of the Formula III:



III

or a pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
n is 0, 1 or 2;
r is 0 or 1;
s is 0 or 1;
t is 0 or 1;

R^1 and R^2 are independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl and $(C_3\text{-}C_6)$cycloalkyl, optionally substituted with one, two or three substituents selected from R^7;

R^4 is independently selected from:

4) halo,
5) OH,
6) $O_bC_1\text{-}C_6$ perfluoroalkyl,

R^5 is selected from:

1) hydrogen,
2) halo,
3) OH,
4) O_bC_1-C_6 perfluoroalkyl,

R^7 is selected from:

1) $(C=O)_rO_s(C_1$-$C_{10})$alkyl,
2) $O_r(C_1$-$C_3)$perfluoroalkyl,
3) oxo,
4) OH,
5) halo,
6) CN,
7) $(C_2$-$C_{10})$alkenyl,
8) $(C_2$-$C_{10})$alkynyl,
9) $(C=O)_rO_s(C_3$-$C_6)$cycloalkyl,
10) $(C=O)_rO_s(C_0$-$C_6)$alkylene-aryl,
11) $(C=O)_rO_s(C_0$-$C_6)$alkylene-heterocyclyl,
12) $(C=O)_rO_s(C_0$-$C_6)$alkylene-$N(R^b)_2$,
13) $C(O)R^a$,
14) $(C_0$-$C_6)$alkylene-CO_2R^a,
15) C(O)H,
16) $(C_0$-$C_6)$alkylene-CO_2H, and
17) $C(O)N(R^b)_2$,
18) $S(O)_mR^a$, and
19) $S(O)_2N(R^b)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1$-$C_6)$alkoxy, halogen, CO_2H, CN, $O(C=O)C_1$-C_6 alkyl, oxo, NO_2 and $N(R^b)_2$;

R^8 and R^9 are independently selected from:

1) H,
2) $(C=O)O_bC_1$-C_{10} alkyl,
3) $(C=O)O_bC_3$-C_8 cycloalkyl,
4) $(C=O)O_b$aryl,
5) $(C=O)O_b$heterocyclyl,

6) C_1-C_{10} alkyl,
7) aryl,
8) C_2-C_{10} alkenyl,
9) C_2-C_{10} alkynyl,
10) heterocyclyl,
11) C_3-C_8 cycloalkyl,
12) SO_2R^a, and
13) $(C=O)NR^b{}_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^7, or

R^8 and R^9 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7;

R^{12} is selected from: F and $-CH_2F$;

R^{14} is selected from: H and $-CH_2F$, provided that when t is 1, R^{14} is H;

R^a is independently selected from: $(C_1$-$C_6)$alkyl, $(C_3$-$C_6)$cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R^7;

R^b is independently selected from: H, $(C_1$-$C_6)$alkyl, aryl, heterocyclyl, $(C_3$-$C_6)$cycloalkyl, $(C=O)OC_1$-C_6 alkyl, $(C=O)C_1$-C_6 alkyl, (C=O)aryl, (C=O)heterocyclyl, $(C=O)NR^eR^{e\prime}$ or $S(O)_2R^a$, optionally substituted with one, two or three substituents selected from R^7;

R^c and $R^{c\prime}$ are independently selected from: H, $(C_1$-$C_6)$alkyl, aryl, NH_2, OH, OR^a, $-(C_1$-$C_6)$alkyl-OH, $-(C_1$-$C_6)$alkyl-O-$(C_1$-$C_6)$alkyl, $(C=O)OC_1$-C_6 alkyl, $(C=O)C_1$-C_6 alkyl, (C=O)aryl, (C=O)heterocyclyl, $(C=O)NR^eR^{e\prime}$, $S(O)_2R^a$ and $-(C_1$-$C_6)$alkyl-$N(R^b)_2$, wherein the alkyl is optionally substituted with one, two or three substituents selected from R^7; or

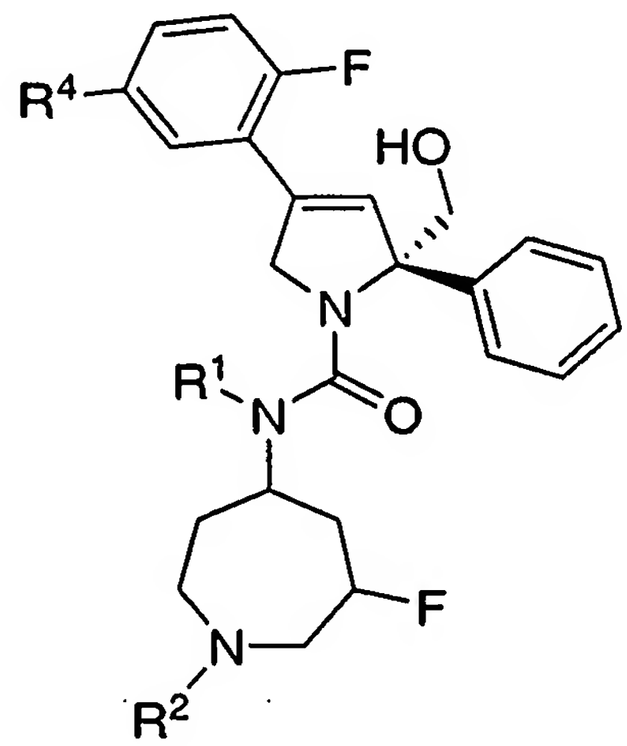
R^c and $R^{c\prime}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in

addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7;

R^e and $R^{e'}$ are independently selected from: H, (C_1-C_6)alkyl, aryl, heterocyclyl and (C_3-C_6)cycloalkyl, optionally substituted with one, two or three substituents selected from R^7; or

R^e and $R^{e'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7.

4. The compound according to Claim 3 of the Formula IV:



IV

or a pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
r is 0 or 1;

s is 0 or 1;

R^1 and R^2 are independently selected from: H and $(C_1\text{-}C_6)$alkyl, optionally substituted with one, two or three substituents selected from R^7;

R^4 is independently selected from:

1) halo,
2) OH,
3) $O_bC_1\text{-}C_6$ perfluoroalkyl,

R^7 is selected from:

1) $(C{=}O)_rO_s(C_1\text{-}C_{10})$alkyl,
2) $O_r(C_1\text{-}C_3)$perfluoroalkyl,
3) oxo,
4) OH,
5) halo,
6) CN,
7) $(C_2\text{-}C_{10})$alkenyl,
8) $(C_2\text{-}C_{10})$alkynyl,
9) $(C{=}O)_rO_s(C_3\text{-}C_6)$cycloalkyl,
10) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-aryl,
11) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-heterocyclyl,
12) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-$N(R^b)_2$,
13) $C(O)R^a$,
14) $(C_0\text{-}C_6)$alkylene-CO_2R^a,
15) C(O)H,
16) $(C_0\text{-}C_6)$alkylene-CO_2H, and
17) $C(O)N(R^b)_2$,
18) $S(O)_mR^a$, and
19) $S(O)_2N(R^b)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1\text{-}C_6)$alkoxy, halogen, CO_2H, CN, $O(C{=}O)C_1\text{-}C_6$ alkyl, oxo, NO_2 and $N(R^b)_2$;

R^8 and R^9 are independently selected from:

1) H,
2) $(C=O)O_bC_1$-C_{10} alkyl,
3) $(C=O)O_bC_3$-C_8 cycloalkyl,
4) $(C=O)O_b$aryl,
5) $(C=O)O_b$heterocyclyl,
6) C_1-C_{10} alkyl,
7) aryl,
8) C_2-C_{10} alkenyl,
9) C_2-C_{10} alkynyl,
10) heterocyclyl,
11) C_3-C_8 cycloalkyl,
12) SO_2R^a, and
13) $(C=O)NR^b{}_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^7, or

R^8 and R^9 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7;

R^a is independently selected from: $(C_1$-$C_6)$alkyl, $(C_3$-$C_6)$cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R^7;

R^b is independently selected from: H, $(C_1$-$C_6)$alkyl, aryl, heterocyclyl, $(C_3$-$C_6)$cycloalkyl, $(C=O)OC_1$-C_6 alkyl, $(C=O)C_1$-C_6 alkyl, (C=O)aryl, (C=O)heterocyclyl, $(C=O)NR^eR^{e'}$ or $S(O)_2R^a$, optionally substituted with one, two or three substituents selected from R^7;

R^c and $R^{c'}$ are independently selected from: H, $(C_1$-$C_6)$alkyl, aryl, NH_2, OH, OR^a, -$(C_1$-$C_6)$alkyl-OH, -$(C_1$-$C_6)$alkyl-O-$(C_1$-$C_6)$alkyl, $(C=O)OC_1$-C_6 alkyl, $(C=O)C_1$-C_6 alkyl, (C=O)aryl, (C=O)heterocyclyl, $(C=O)NR^eR^{e'}$, $S(O)_2R^a$ and -$(C_1$-$C_6)$alkyl-$N(R^b)_2$, wherein the alkyl is optionally substituted with one, two or three substituents selected from R^7; or

R^c and $R^{c'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7;

R^e and $R^{e'}$ are independently selected from: H, (C_1-C_6)alkyl, aryl, heterocyclyl and (C_3-C_6)cycloalkyl, optionally substituted with one, two or three substituents selected from R^7; or

R^e and $R^{e'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7.

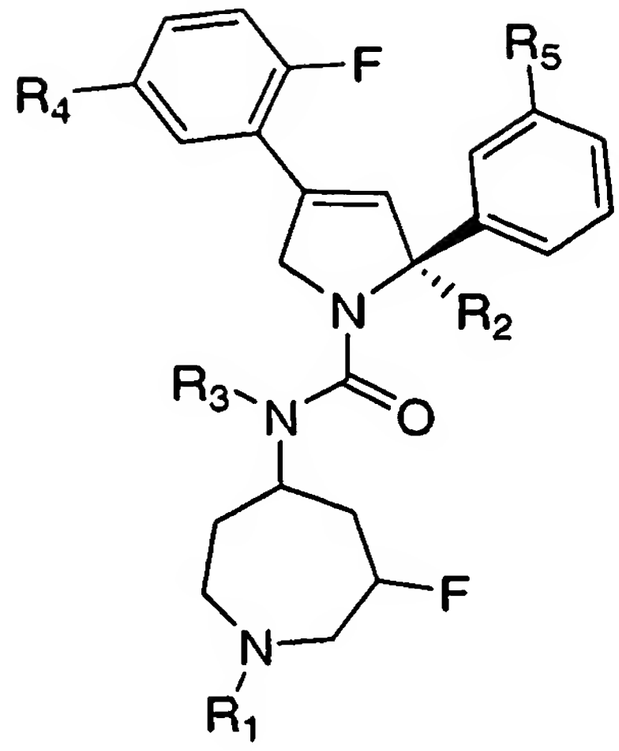
5. A compound selected from:

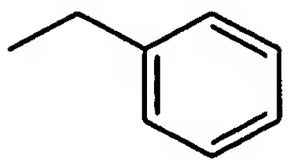
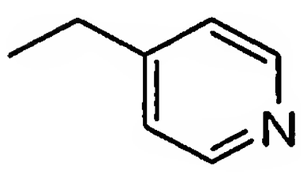
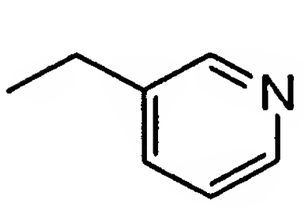
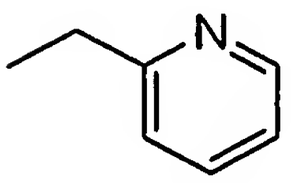
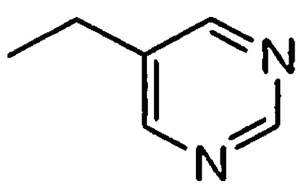
(2*S*)-4-(2,5-difluorophenyl)-*N*-[(4*R*,6*S*)-6-fluoro-1-methylazepan-4-yl]-2-(hydroxymethyl)-*N*-methyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide

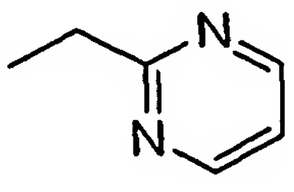
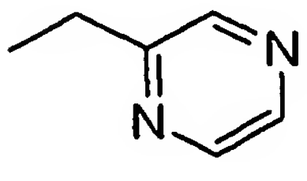
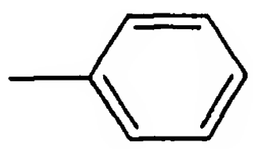
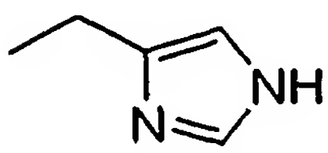
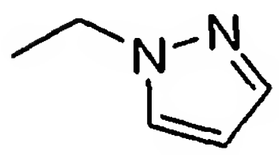
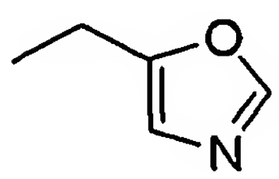
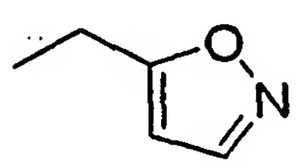
(2*S*)-4-(2,5-difluorophenyl)-*N*-[(4*S*,6*R*)-6-fluoro-1-methylazepan-4-yl]-2-(hydroxymethyl)-*N*-methyl-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxamide

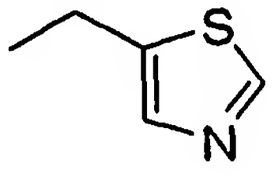
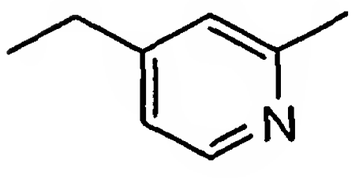
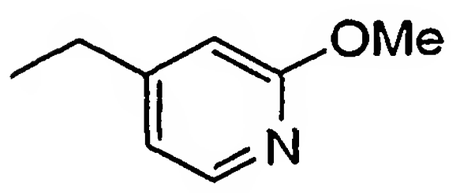
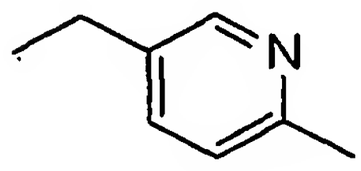
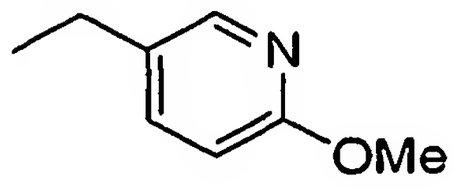
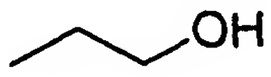
or a pharmaceutically acceptable salt thereof.

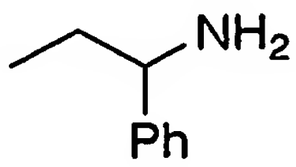
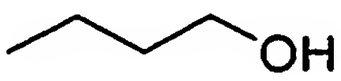
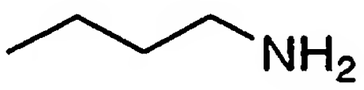
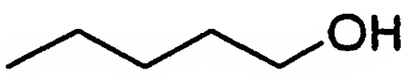
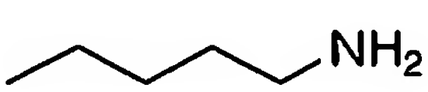
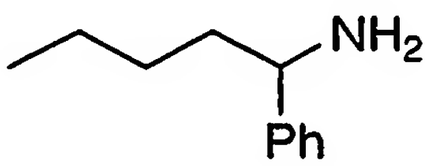
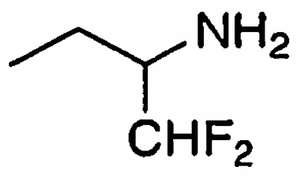
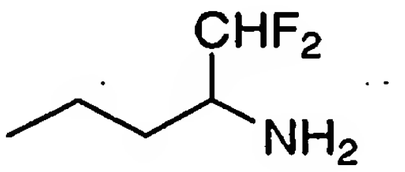
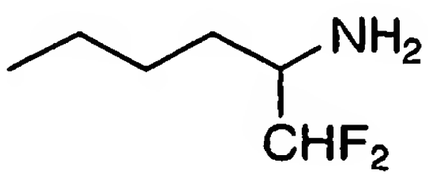
6. The compound according to Claim 1 which is selected from:

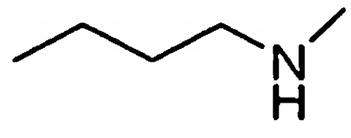
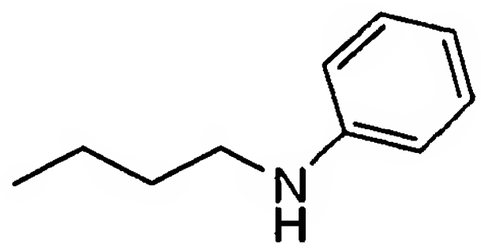
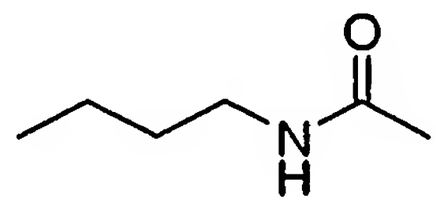
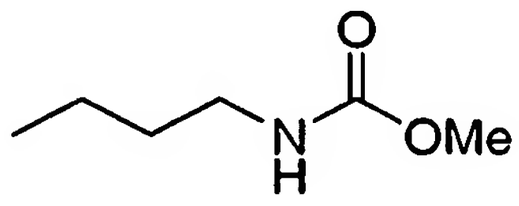
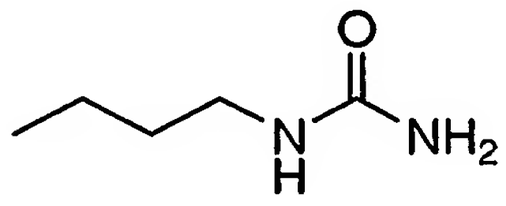
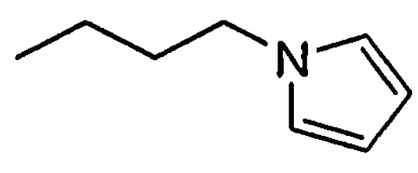


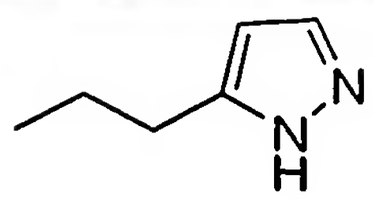
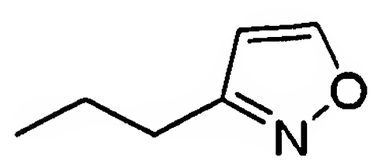
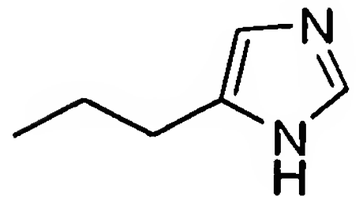
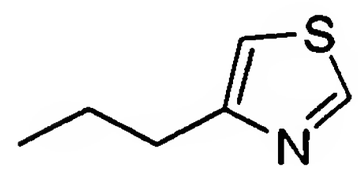
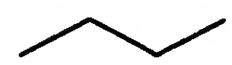
R_1	R_2	R_3	R_4	R_5
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H

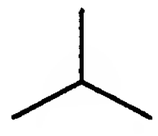
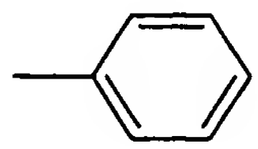
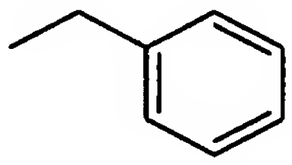
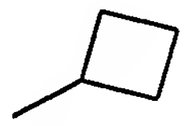
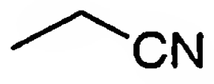
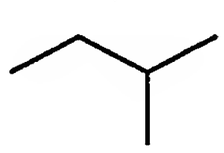
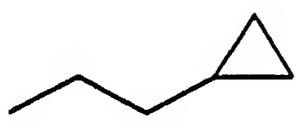
R_1	R_2	R_3	R_4	R_5
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H

R_1	R_2	R_3	R_4	R_5
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
Me	Me	Me	F	H
Me		Me	F	H
Me		Me	F	H

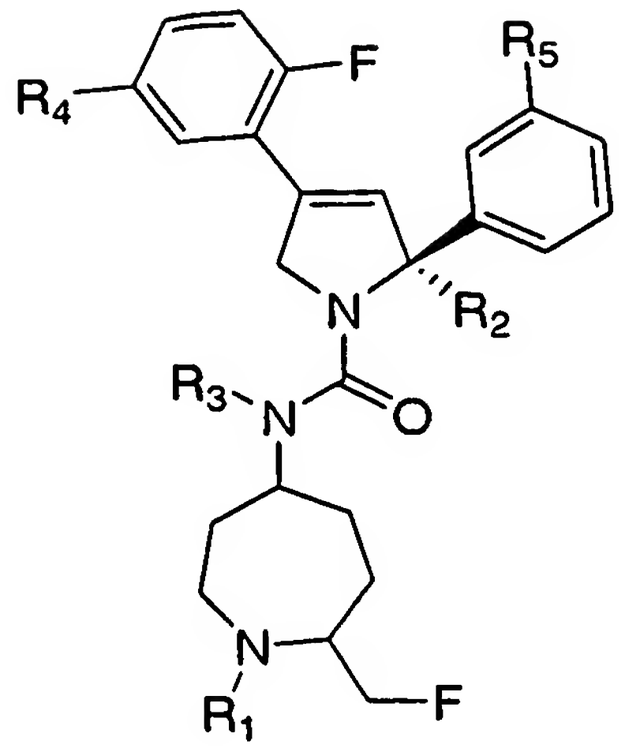
R_1	R_2	R_3	R_4	R_5
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H

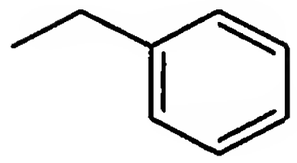
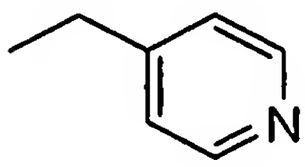
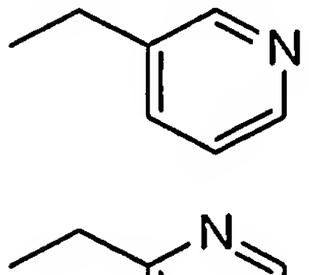
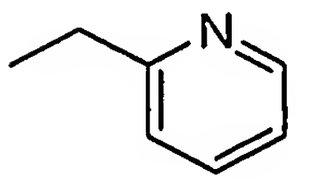
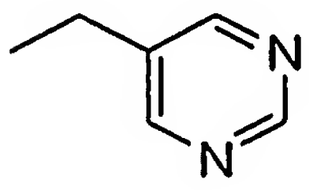
R_1	R_2	R_3	R_4	R_5
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H

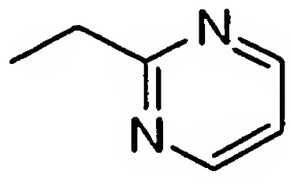
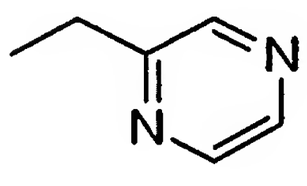
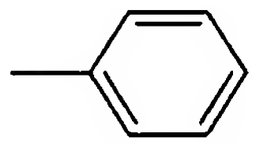
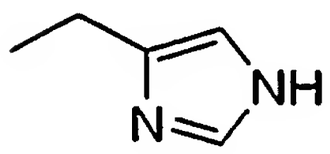
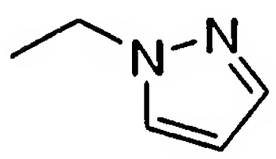
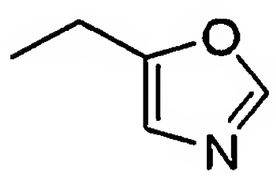
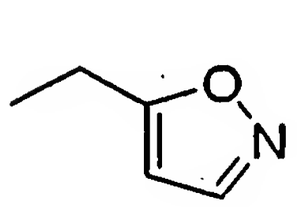
R_1	R_2	R_3	R_4	R_5
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H

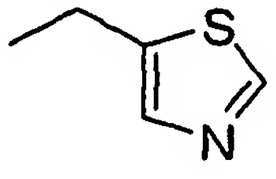
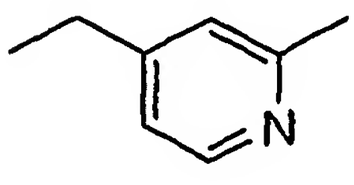
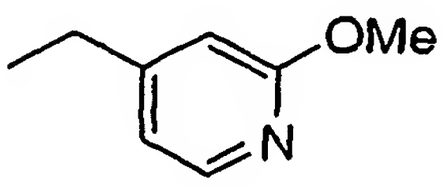
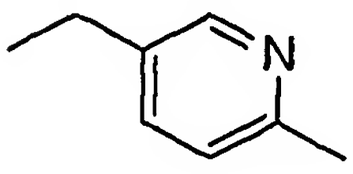
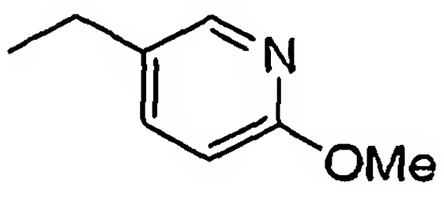
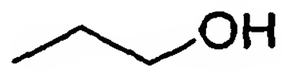
R_1	R_2	R_3	R_4	R_5
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H

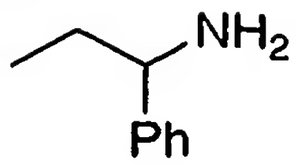
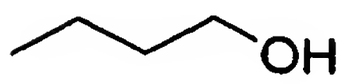
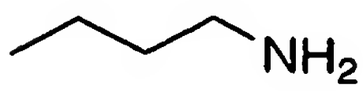
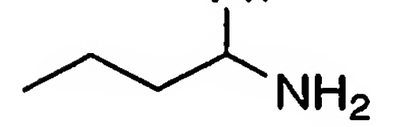
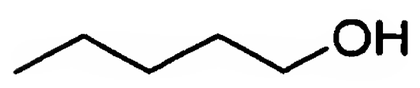
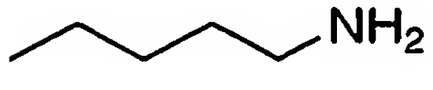
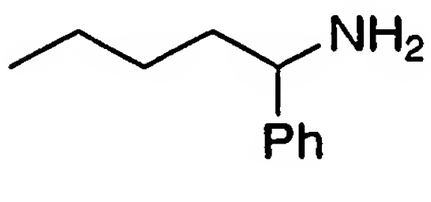
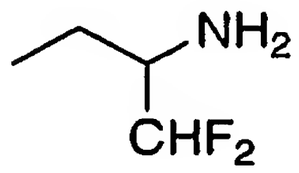
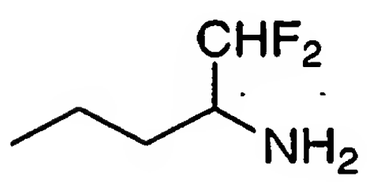
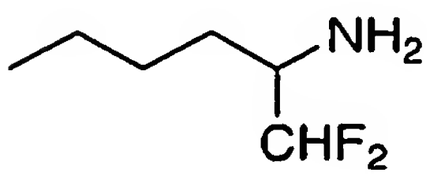
R_1	R_2	R_3	R_4	R_5
Me	CH_2OH	Me	Cl	H
Me	CH_2OH	Me	Br	H
Me	CH_2OH	Me	CN	H
Me	CH_2OH	Me	Me	H
Me	CH_2OH	Me	CF_3	H
Me	CH_2OH	Me	NO_2	H
Me	CH_2OH	Me	F	OH
Me	CH_2OH	Me	F	NH_2
Me	CH_2OH	Me	F	F
Me	CH_2OH	Me	F	SH

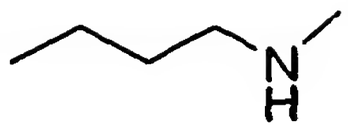
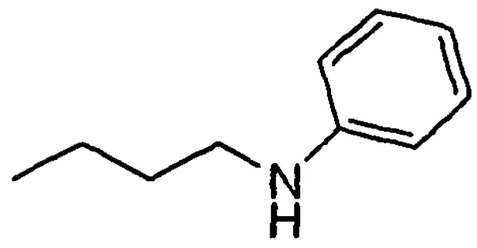
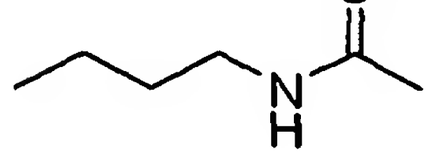
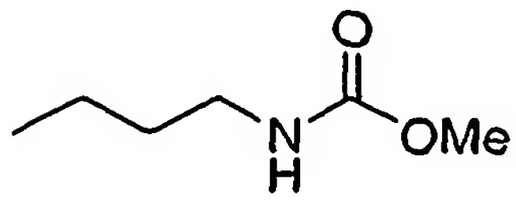
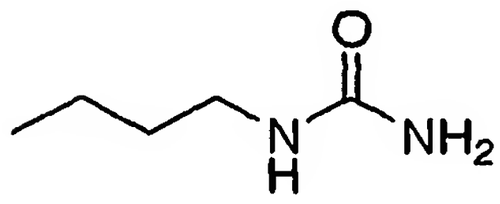
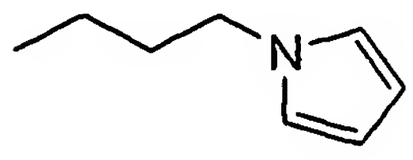


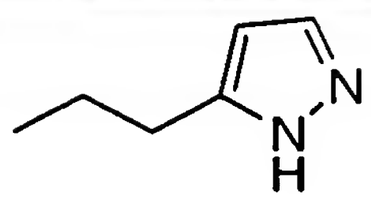
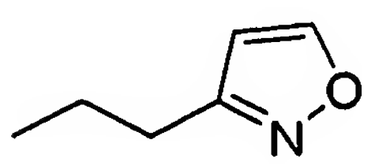
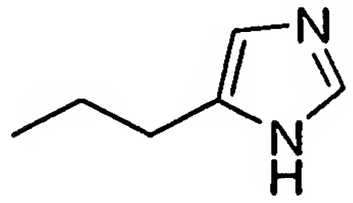
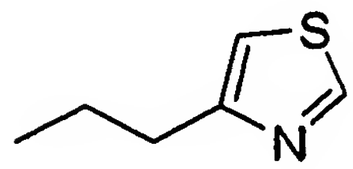
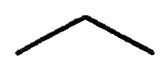
R_1	R_2	R_3	R_4	R_5
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H

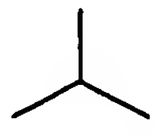
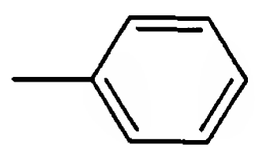
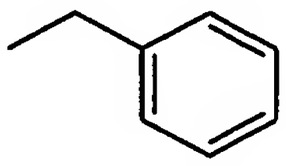
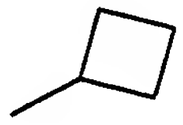
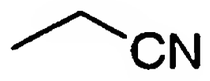
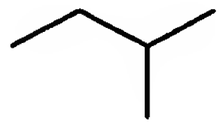
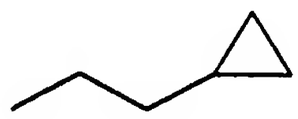
R_1	R_2	R_3	R_4	R_5
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H

R_1	R_2	R_3	R_4	R_5
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
Me	Me	Me	F	H
Me		Me	F	H
Me		Me	F	H

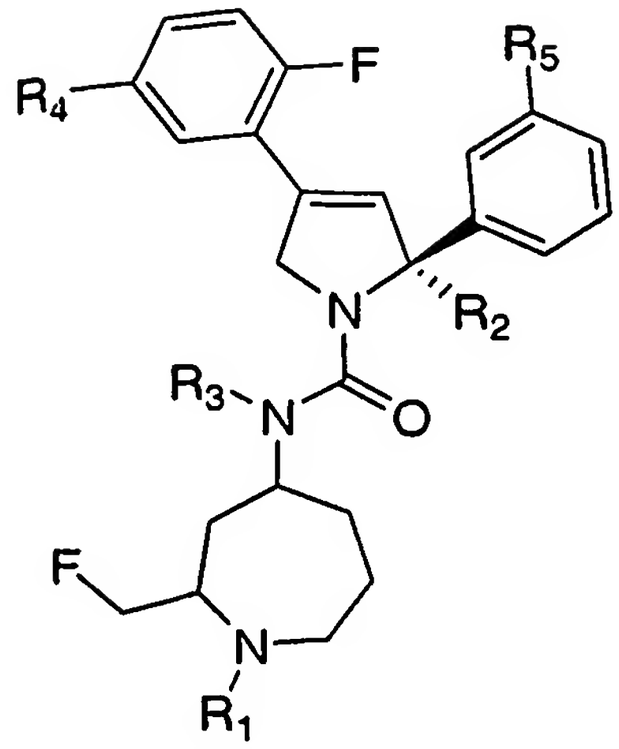
R_1	R_2	R_3	R_4	R_5
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H

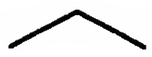
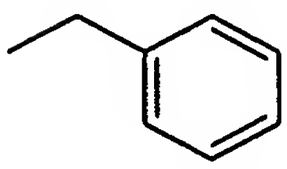
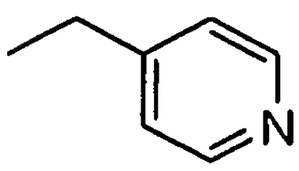
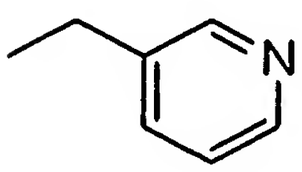
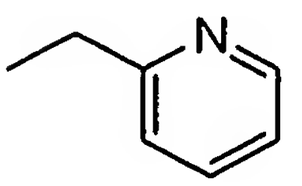
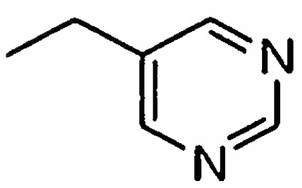
R_1	R_2	R_3	R_4	R_5
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H

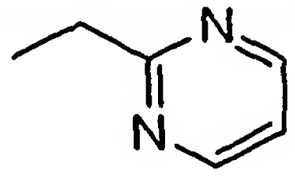
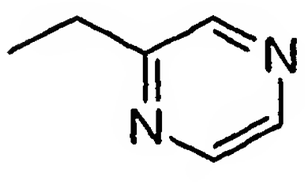
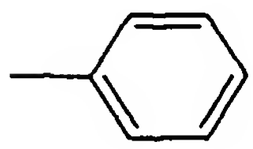
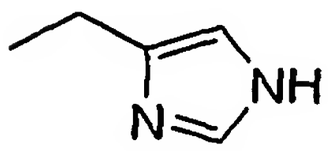
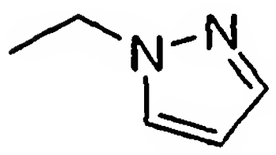
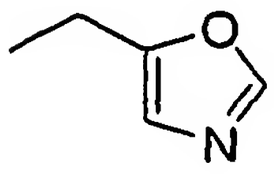
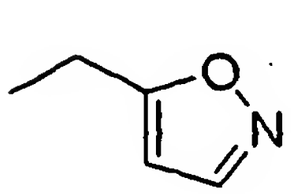
R_1	R_2	R_3	R_4	R_5
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H

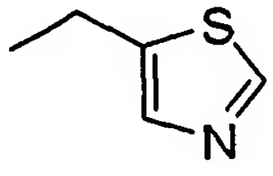
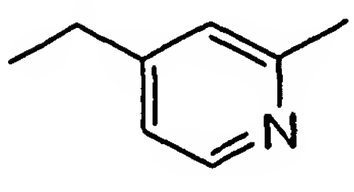
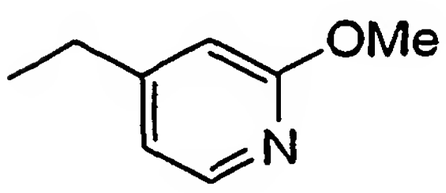
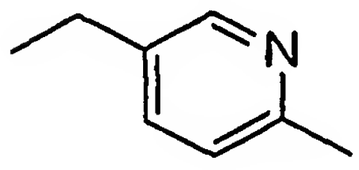
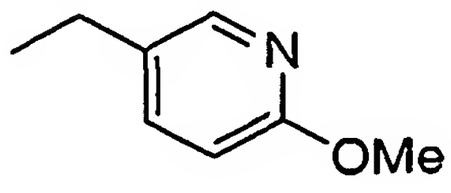
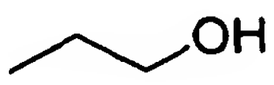
R_1	R_2	R_3	R_4	R_5
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H

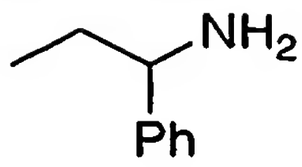
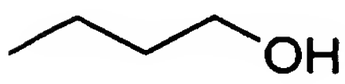
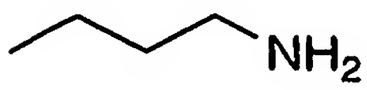
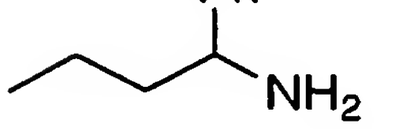
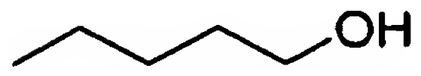
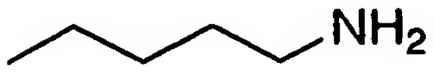
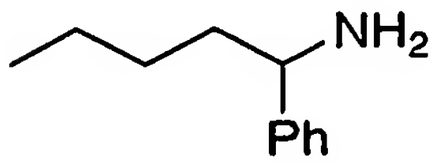
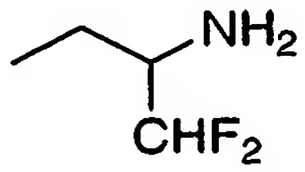
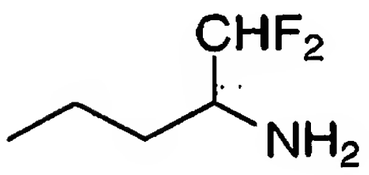
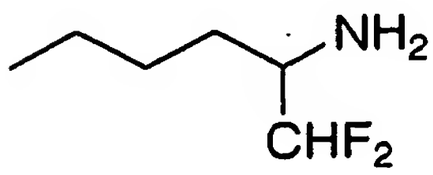
R_1	R_2	R_3	R_4	R_5
Me	CH_2OH	Me	Cl	H
Me	CH_2OH	Me	Br	H
Me	CH_2OH	Me	CN	H
Me	CH_2OH	Me	Me	H
Me	CH_2OH	Me	CF_3	H
Me	CH_2OH	Me	NO_2	H
Me	CH_2OH	Me	F	OH
Me	CH_2OH	Me	F	NH_2
Me	CH_2OH	Me	F	F
Me	CH_2OH	Me	F	SH

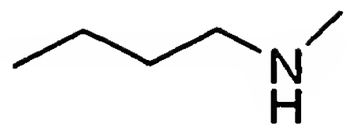
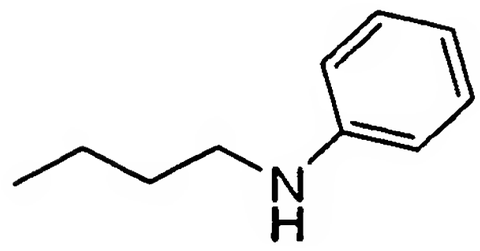
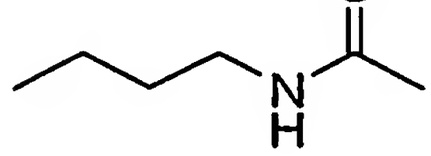
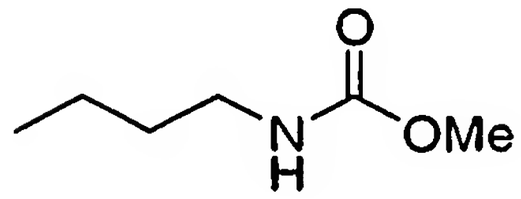
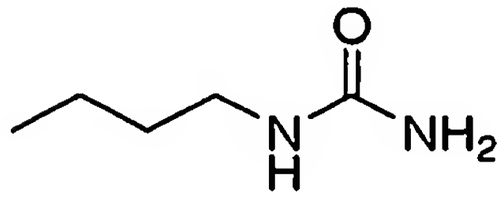
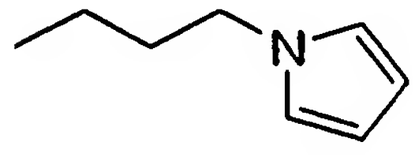


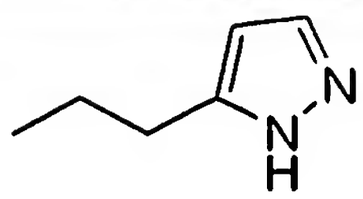
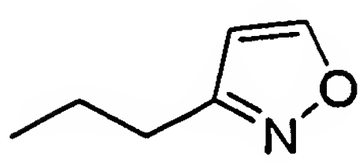
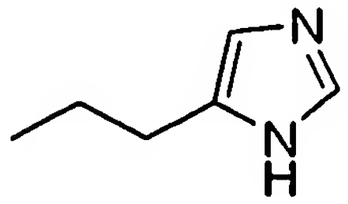
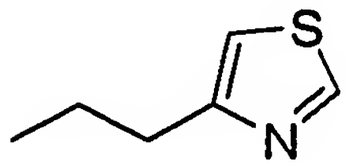
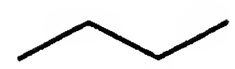
R_1	R_2	R_3	R_4	R_5
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H

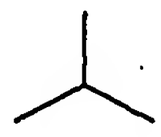
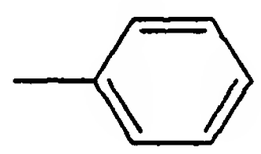
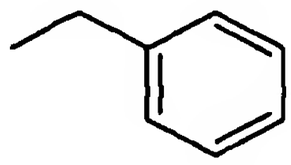
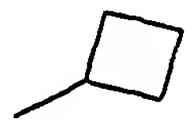
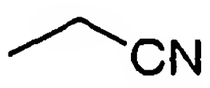
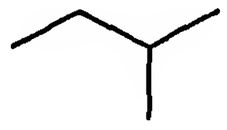
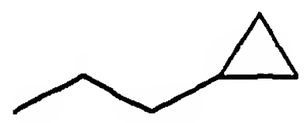
R_1	R_2	R_3	R_4	R_5
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H

R_1	R_2	R_3	R_4	R_5
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
Me	Me	Me	F	H
Me		Me	F	H
Me		Me	F	H

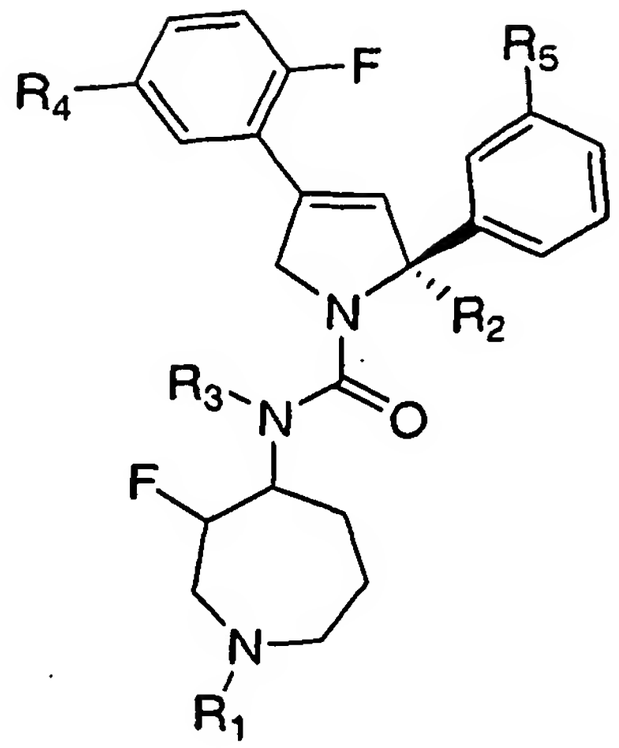
R_1	R_2	R_3	R_4	R_5
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H

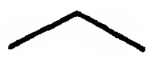
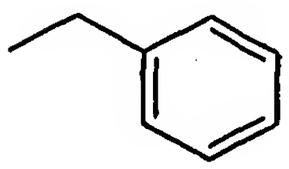
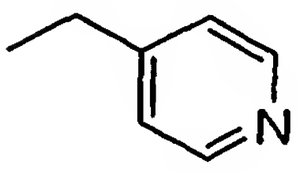
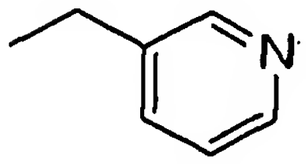
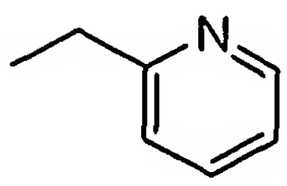
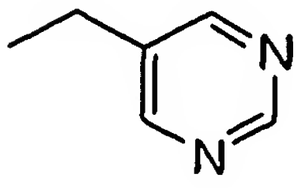
R_1	R_2	R_3	R_4	R_5
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H

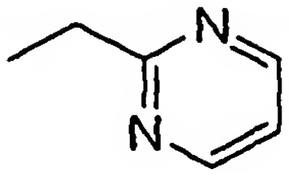
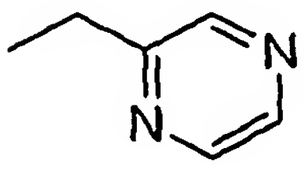
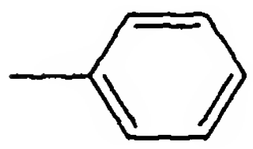
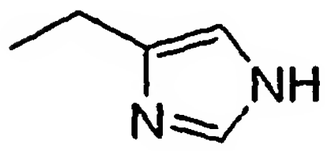
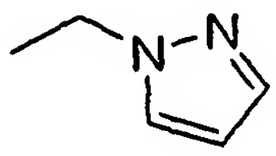
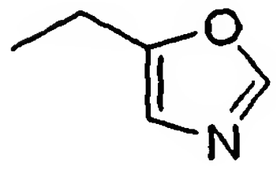
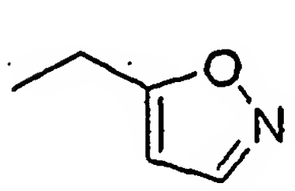
R_1	R_2	R_3	R_4	R_5
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H

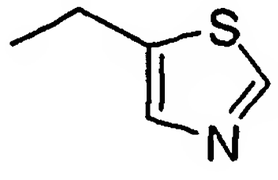
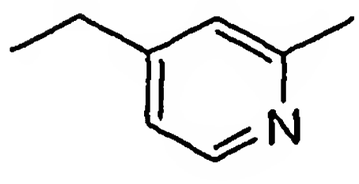
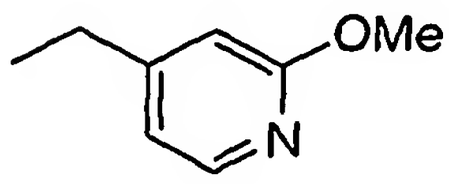
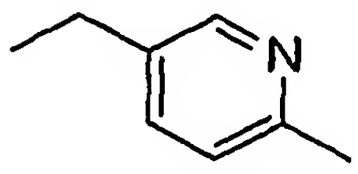
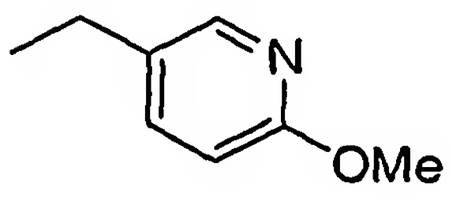
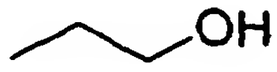
R_1	R_2	R_3	R_4	R_5
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H

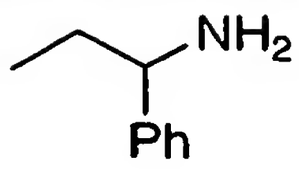
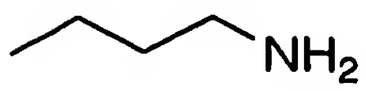
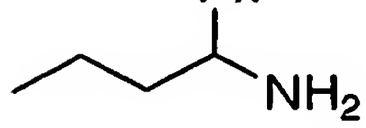
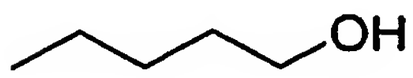
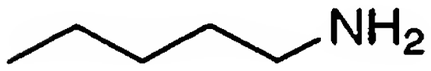
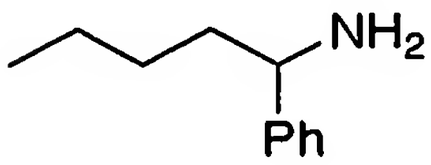
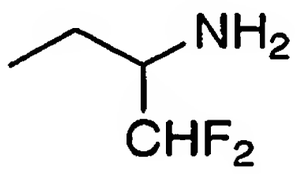
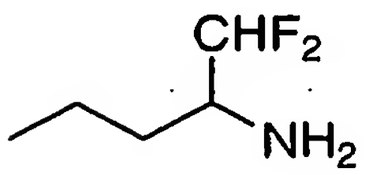
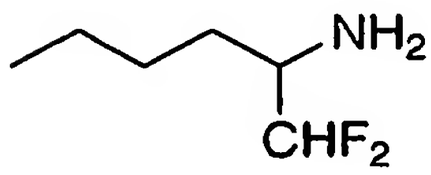
R_1	R_2	R_3	R_4	R_5
Me	CH_2OH	Me	Cl	H
Me	CH_2OH	Me	Br	H
Me	CH_2OH	Me	CN	H
Me	CH_2OH	Me	Me	H
Me	CH_2OH	Me	CF_3	H
Me	CH_2OH	Me	NO_2	H
Me	CH_2OH	Me	F	OH
Me	CH_2OH	Me	F	NH_2
Me	CH_2OH	Me	F	F
Me	CH_2OH	Me	F	SH

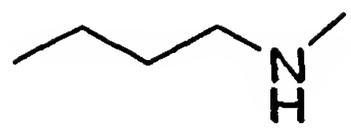
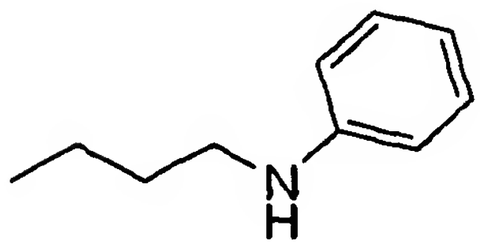
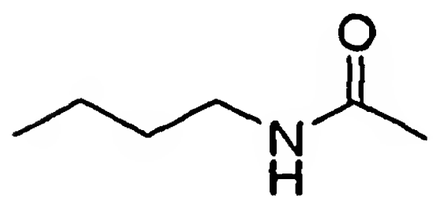
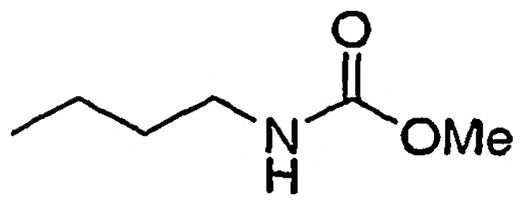
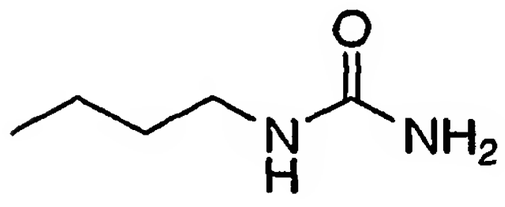
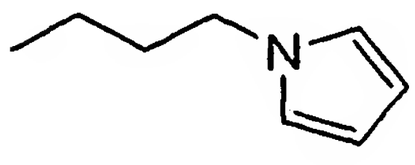


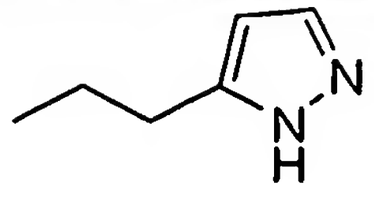
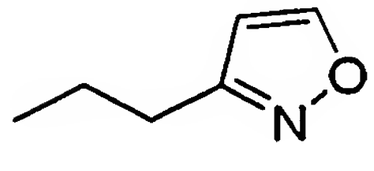
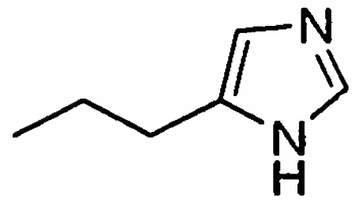
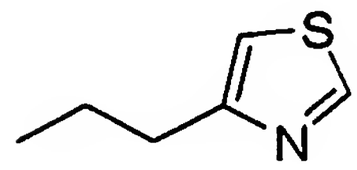
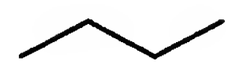
R_1	R_2	R_3	R_4	R_5
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H

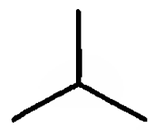
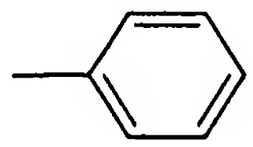
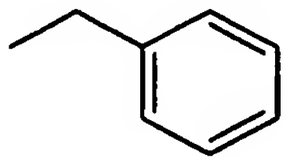
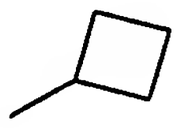
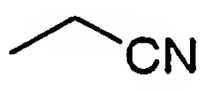
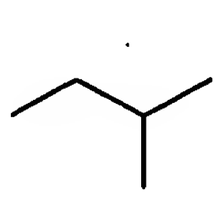
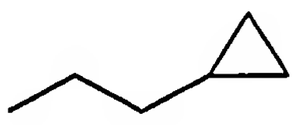
R_1	R_2	R_3	R_4	R_5
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H

R_1	R_2	R_3	R_4	R_5
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
	CH_2OH	Me	F	H
Me	Me	Me	F	H
Me		Me	F	H
Me		Me	F	H

R_1	R_2	R_3	R_4	R_5
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H

R_1	R_2	R_3	R_4	R_5
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H

R_1	R_2	R_3	R_4	R_5
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me		Me	F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H

R_1	R_2	R_3	R_4	R_5
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H
Me	CH_2OH		F	H

R_1	R_2	R_3	R_4	R_5
Me	CH_2OH	Me	Cl	H
Me	CH_2OH	Me	Br	H
Me	CH_2OH	Me	CN	H
Me	CH_2OH	Me	Me	H
Me	CH_2OH	Me	CF_3	H
Me	CH_2OH	Me	NO_2	H
Me	CH_2OH	Me	F	OH
Me	CH_2OH	Me	F	NH_2
Me	CH_2OH	Me	F	F
Me	CH_2OH	Me	F	SH

or a pharmaceutically acceptable salt or stereoisomer thereof.

7. A pharmaceutical composition that is comprised of a compound in accordance with Claim 1 and a pharmaceutically acceptable carrier.

8. A method of treating or preventing cancer in a mammal in need of such treatment that is comprised of administering to said mammal a therapeutically effective amount of a compound of Claim 1.

9. A method of treating cancer or preventing cancer in accordance with Claim 8 wherein the cancer is selected from cancers of the brain, genitourinary tract, lymphatic system, stomach, larynx and lung.

10. A method of treating or preventing cancer in accordance with Claim 8 wherein the cancer is selected from histiocytic lymphoma, lung adenocarcinoma, small cell lung cancers, pancreatic cancer, gioblastomas and breast carcinoma.

11. A process for making a pharmaceutical composition which comprises combining a compound of Claim 1 with a pharmaceutically acceptable carrier.

12. The composition of Claim 7 further comprising a second compound selected from:

1) an estrogen receptor modulator,
2) an androgen receptor modulator,
3) a retinoid receptor modulator,
4) a cytotoxic/cytostatic agent,
5) an antiproliferative agent,
6) a prenyl-protein transferase inhibitor,
7) an HMG-CoA reductase inhibitor,
8) an HIV protease inhibitor,
9) a reverse transcriptase inhibitor,
10) an angiogenesis inhibitor,
11) a PPAR-γ agonist,
12) a PPAR-δ agonists;
13) an inhibitor of cell proliferation and survival signaling,

14) an agent that interfers with a cell cycle checkpoint, and

15) an apoptosis inducing agent.

13. The composition of Claim 12, wherein the second compound is an angiogenesis inhibitor selected from the group consisting of a tyrosine kinase inhibitor, an inhibitor of epidermal-derived growth factor, an inhibitor of fibroblast-derived growth factor, an inhibitor of platelet derived growth factor, an MMP inhibitor, an integrin blocker, interferon-α, interleukin-12, pentosan polysulfate, a cyclooxygenase inhibitor, carboxyamidotriazole, combretastatin A-4, squalamine, 6-O-(chloroacetyl-carbonyl)-fumagillol, thalidomide, angiostatin, troponin-1, and an antibody to VEGF.

14. The composition according to Claim 7 further comprising a proteosome inhibitor.

15. The composition according to Claim 7 further comprising a aurora kinase inhibitor.

16. The composition according to Claim 7 further comprising a Raf kinase inhibitor.

17. The composition according to Claim 7 further comprising a serine/threonine kinase inhibitor.

18. The composition according to Claim 7 further comprising an inhibitor of another mitotic kinesin which is not KSP.

19. The composition of Claim 12, wherein the second compound is an estrogen receptor modulator selected from tamoxifen and raloxifene.

20. A method of treating cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with radiation therapy.

21. A method of treating or preventing cancer that comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with a compound selected from:

1) an estrogen receptor modulator,
2) an androgen receptor modulator,
3) a retinoid receptor modulator,
4) a cytotoxic/cytostatic agent,
5) an antiproliferative agent,
6) a prenyl-protein transferase inhibitor,
7) an HMG-CoA reductase inhibitor,
8) an HIV protease inhibitor,
9) a reverse transcriptase inhibitor,
10) an angiogenesis inhibitor,
11) PPAR-γ agonists,
12) PPAR-δ agonists,
13) an inhibitor of inherent multidrug resistance,
14) an anti-emetic agent,
15) an agent useful in the treatment of anemia,
16) an agent useful in the treatment of neutropenia,
17) an immunologic-enhancing drug,
18) an inhibitor of cell proliferation and survival signaling,
19) an agent that interfers with a cell cycle checkpoint, and
20) an apoptosis inducing agent.

22. A method of treating cancer that comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with radiation therapy and a compound selected from:

1) an estrogen receptor modulator,
2) an androgen receptor modulator,
3) a retinoid receptor modulator,
4) a cytotoxic/cytostatic agent,
5) an antiproliferative agent,
6) a prenyl-protein transferase inhibitor,
7) an HMG-CoA reductase inhibitor,
8) an HIV protease inhibitor,

9) a reverse transcriptase inhibitor,
10) an angiogenesis inhibitor,
11) PPAR-γ agonists,
12) PPAR-δ agonists,
13) an inhibitor of inherent multidrug resistance,
14) an anti-emetic agent,
15) an agent useful in the treatment of anemia,
16) an agent useful in the treatment of neutropenia,
17) an immunologic-enhancing drug,
18) an inhibitor of cell proliferation and survival signaling,
19) an agent that interfers with a cell cycle checkpoint, and
20) an apoptosis inducing agent.

23. A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 and paclitaxel or trastuzumab.

24. A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 and a GPIIb/IIIa antagonist.

25. The method of Claim 24 wherein the GPIIb/IIIa antagonist is tirofiban.

26. A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with a COX-2 inhibitor.

27. A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with a proteosome inhibitor.

28. A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with an aurora kinase inhibitor.

29. A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with a Raf kinase inhibitor.

30. A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with a serine/threonine kinase inhibitor.

31. A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with an inhibitor of a mitotic kinesin that is not KSP.

32. A method of modulating mitotic spindle formation which comprises administering a therapeutically effective amount of a compound of Claim 1.

33. A method of inhibiting the mitotic kinesin KSP which comprises administering a therapeutically effective amount of a compound of Claim 1.